

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 13 & 1198

**CERTIFICATION OF COUNSEL REGARDING FOURTH ORDER PURSUANT TO
SECTION 363 AND 365 OF THE BANKRUPTCY CODE AUTHORIZING THE
DEBTORS-IN-POSSESSION TO TERMINATE OR ASSUME, ASSIGN AND SELL
CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On September 9, 2024 (the “**Petition Date**”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”), and related pleadings with the United States Bankruptcy Court for the District of Delaware.

2. On the Petition Date, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases, and (III) Granting Related Relief* (the “**Lease Sale Procedures Motion**”)² (D.I. 13).

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein are defined in the Lease Sale Procedures Motion.

3. On October 29, 2024, the Court entered the *Fourth Interim Order (I) Establishing Procedures to Sell Certain Leases, (II) Approving the Sale of Certain Leases and (III) Granting Related Relief* (the “**Interim Lease Sale Procedures Order**”) (D.I. 1198).

4. On November 7, 2024, pursuant to the Fourth Interim Lease Sale Procedures Order, the Debtors conducted a virtual auction for certain of the Debtors’ unexpired real property leases (the “**Lease Assets**”).

5. On November 8, 2024, the Debtors filed the *Fourth Notice of Successful Bidders with Respect to the Auction of Certain of the Debtors’ Lease Assets and Assumption and Assignment of Certain Unexpired Leases* (the “**Post-Auction Notice**”) (D.I. 1312) announcing the successful bidders for the Lease Assets.

6. Following the Lease Auctions, the Debtors engaged in significant discussions with the Successful Bidders, the affected landlords, and other parties in interest (collectively, the “**Interested Parties**”).

7. On December 18, 2024, the Debtors filed the *Notice of Filing of Proposed Order Pursuant to Section 363 and 365 of the Bankruptcy Code Authorizing the Debtors-in-Possession to Terminate or Assume, Assign and Sell Certain Non-Residential Real Property* (D.I. 1381). On December 19, 2024, the Court held a hearing to approve the lease sales that are the subject of the Interim Lease Sale Procedures Order.

8. Attached hereto as **Exhibit 1** is a proposed order (the “**Proposed Order**”) approving certain of the lease sales. As discussed at the hearing, the Debtors have removed certain Lease Assets from the proposed lease sale and added language with respect to the Lease Asset covering the premises located at 1070 W Avenue K. Ste A, Lancaster, California. Counsel for the

landlord and counsel for the proposed assignee have reviewed the revised order and do not object to its entry.

9. Attached as **Exhibit 2** is a redline of the Proposed Order against the proposed order filed on December 18, 2024.

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WHEREFORE, the Debtors respectfully request that the Court enter the order attached hereto as **Exhibit 1** at its earliest convenience.

Dated: December 20, 2024
Wilmington, Delaware

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